

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

HEMATITE HOLDINGS INC., *et al.*,¹

Debtors in a Foreign Proceeding.

Chapter 15

Case No. 20-12387 (____)

Joint Administrated Requested

Related Docket No. ____

**ORDER (I) SCHEDULING HEARING ON VERIFIED PETITION UNDER CHAPTER 15
OF THE BANKRUPTCY CODE FOR RECOGNITION OF A FOREIGN MAIN
PROCEEDING AND FOR ADDITIONAL RELIEF AND ASSISTANCE
UNDER 11 U.S.C. §§105(a), 1507, AND 1521 AND (II) SPECIFYING
FORM AND MANNER OF SERVICE OF NOTICE OF HEARING**

UPON CONSIDERATION of the motion (the “Motion”)² of the Foreign Representative for the Debtors for entry of an order scheduling a hearing on the Foreign Representative’s verified petition for recognition of a foreign main proceeding and the relief requested therein and specifying the form and manner of service of notice of the hearing; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28. U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Motion having been given as provided in the Motion, and such notice having been adequate and appropriate under the circumstances; and it appearing that no other or further notice of the Motion need be provided; and the Court having

¹ The U.S. Debtors in these chapter 15 cases and the last four digits of their U.S. Federal Employer Identification Numbers are as follows: Pavaco Holdings U.S. Inc. (5569); Hematite, Inc. (3799); and Hematite Automotive Products Inc. (5382). The Canadian Debtors in these chapter 15 cases and the last four digits of their unique identifier are as follows: Hematite Holdings Inc. (8581); Hematite Manufacturing Inc. (4900); Hematite Industrial Products Inc. (7706); and Canadian Pavaco Inc. (5315). The U.S. Debtors and the Canadian Debtors are referred to herein, collectively, as the “Debtors. The Debtors’ principal offices are located at 659 Speedvale Avenue West, Guelph, Ontario, N1K 1E6, Canada.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

held a hearing to consider the relief requested in the Motion (the “Hearing”); and upon the record of the Hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion and granted herein is in the best interests of the Debtors, their respective estates and creditors, and all parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The form of the Notice attached hereto as Exhibit 1 is hereby APPROVED.
2. Copies of the Notice, the Chapter 15 Pleadings, including the Petitions for Recognition, related filings, and the documents filed in support thereof (collectively, the “Service Documents”) shall be served by United States mail, first-class postage pre-paid and electronic mail (where available) on or before the third business day after the entry of this order upon the Core Notice Parties and the Notice Parties, as set forth in the Motion, at their last known addresses.
3. If any party files a notice of appearance in this case, the Foreign Representative shall serve the Service Documents upon such party within five (5) business days of the filing of such notice of appearance if such documents have not already been served on such party (or its counsel).
4. Service of the Service Documents in accordance with this Order is hereby approved as adequate and sufficient notice and service of the Service Documents on all interested parties.
5. A hearing (the “Hearing”) on the relief sought in the Petitions for Recognition as well as responses or objections, if any, to the Service Documents shall be held on _____, 2020 at : .m. (prevailing Eastern Time), before the Honorable [_____], United States Bankruptcy Judge, at the United States

Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”), 824 N. Market Street, [__] Floor, Courtroom [__], Wilmington, Delaware 19801, United States of America.

6. Responses or objections, if any, to the Petitions for Recognition or the Service Documents must be in writing describing the basis therefor and shall be (i) filed with the Clerk of the Bankruptcy Court, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801, United States of America; and (ii) served upon Womble Bond Dickinson (US) LLP, 1313 N. Market Street, Suite 1200, Wilmington, Delaware 19801, United States of America (Matthew P. Ward, Esq., matthew.ward@wbd-us.com; Morgan L. Patterson, Esq., morgan.patterson@wbd-us.com; and Todd A. Atkinson, Esq., todd.atkinson@wbd-us.com), United States counsel to the Foreign Representative, on or before _____, **2020 at 4:00 p.m. (prevailing Eastern Time)**.

7. Replies in support of the relief sought in the Petitions for Recognition shall be filed with the Court on or before _____, **2020 at 4:00 p.m. (prevailing Eastern Time)**

8. The Hearing may be adjourned from time to time without notice other than an announcement in open court at the Hearing or the adjourned date of the hearing.

9. Notwithstanding section 1514(c) of the Bankruptcy Code, the Foreign Representative is not at this time setting a deadline for the filing of claims in these Chapter 15 cases but reserves the right to do so at a later date.

10. Service pursuant to this Order shall be good and sufficient service and adequate notice of the hearing to consider the Petitions for Recognition and the Foreign Representative's request for an order granting recognition of the foreign proceeding as a "foreign main proceeding" and for related relief.

EXHIBIT 1

Notice

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

HEMATITE HOLDINGS INC., *et al.*,¹

Debtors in a Foreign Proceeding.

Chapter 15

Case No. 20-12387 ()

Joint Administrated Requested

Related Docket Nos.: _____

Objection Deadline: _____, 2020 at 4:00 p.m. (ET)

Hearing Date: _____, 2020 at _____ m. (ET)

**NOTICE OF FILING AND HEARING ON VERIFIED PETITION
OF FOREIGN MAIN PROCEEDING AND RELATED RELIEF**

PLEASE TAKE NOTICE that on September 22, 2020, Hematite Holdings Inc., in its capacity as the Canadian Court-appointed and authorized foreign representative (the “Foreign Representative”) for the above-captioned debtors (collectively, the “Debtors”) in a reorganization proceeding (the “CCAA Proceeding”) commenced under Canada’s Companies’ Creditors Arrangement Act (the “CCAA”) pending before the Ontario Superior Court of Justice (Commercial List) (Court File No. CV-20-00647824-00CL) in Ontario, Canada, by the Foreign Representative’s undersigned United States counsel, filed an *Official Form Petition* for each of the Debtors, the *Verified Petition for (I) Recognition of Foreign Main Proceeding, (II) Recognition of Foreign Representative, (III) Recognition of Initial Order and Amended Initial Order, and (IV) Related Relief Under Chapter 15 of the Bankruptcy Code*, and the *Motion of Hematite Holdings Inc., as Foreign Representative, For an Order Granting Certain Provisional Relief* (together with all exhibits, declarations and other documents appended thereto or filed in connection therewith, the “Petitions for Recognition”) commencing chapter 15 cases ancillary to the CCAA Proceeding and seeking (i) recognition of such foreign proceeding as “foreign main proceeding” and (ii) relief in aid of the CCAA Proceeding in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) with respect to the Debtors, including certain additional relief pursuant to sections 105, 362, 363, 365, 1507, and 1521 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that, pursuant to the *Order Scheduling Hearing on Verified Chapter 15 Petition and Specifying Form and Manner of Notice of Hearing* [Docket No. _____] (the “Scheduling Order”), the Bankruptcy Court has scheduled a hearing on _____, 2020 at : .m. (prevailing Eastern Time) (the “Hearing”) before the Honorable [_____], United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, [_____] Floor, Courtroom [_____], Wilmington, Delaware 19801, United States of America.

¹ The U.S. Debtors in these chapter 15 cases and the last four digits of their U.S. Federal Employer Identification Numbers are as follows: Pavaco Holdings U.S. Inc. (5569); Hematite, Inc. (3799); and Hematite Automotive Products Inc. (5382). The Canadian Debtors in these chapter 15 cases and the last four digits of their unique identifier are as follows: Hematite Holdings Inc. (8581); Hematite Manufacturing Inc. (4900); Hematite Industrial Products Inc. (7706); and Canadian Pavaco Inc. (5315). The U.S. Debtors and the Canadian Debtors are referred to herein, collectively, as the “Debtors. The Debtors’ principal offices are located at 659 Speedvale Avenue West, Guelph, Ontario, N1K 1E6, Canada.

PLEASE TAKE FURTHER NOTICE that any response or objection to the relief requested in the Petitions for Recognition must be (i) in writing describing the basis therefor; (ii) filed with the Clerk of the Bankruptcy Court, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801, United States of America, on or before _____, 2020 at _____:

_____ m. (prevailing Eastern Time) (the “Objection Deadline”); and (iii) served upon Womble Bond Dickinson (US) LLP, 1313 N. Market Street, Suite 1200, Wilmington, Delaware 19801, United States of America (Attention: Matthew P. Ward, Esq., matthew.ward@wbd-us.com; Morgan L. Patterson, Esq., morgan.patterson@wbd-us.com; and Todd A. Atkinson, Esq., todd.atkinson@wbd-us.com), United States counsel to the Foreign Representative, on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that all parties in interest opposed to the Petitions for Recognition or the Foreign Representative’s request for relief must appear at the Hearing at the time and place set forth above. Further, the Hearing may be adjourned from time to time without further notice other than an announcement in open court at the Hearing of the adjourned date or dates or any further adjourned hearing.

PLEASE TAKE FURTHER NOTICE that the Foreign Representative intends to raise issues pertaining to foreign law, specifically Canadian insolvency law including the CCAA, in connection with the Petitions for Recognition: (i) recognizing the CCAA Proceeding as a foreign main proceeding pursuant to chapter 15 of the Bankruptcy Code and the Foreign Representative as the Debtors’ foreign representative under Bankruptcy Code sections 1509 and 1517; (ii) granting automatic relief pursuant to Bankruptcy Code section 1520; and (iii) granting other and additional relief pursuant to Bankruptcy Code sections 1507 and 1521(a) and (b).

PLEASE TAKE FURTHER NOTICE that if no response or objection is timely filed and served as provided above, the Bankruptcy Court may grant the recognition and relief requested by the Foreign Representative without further notice. Copies of the Petitions for Recognition and the Scheduling Order may be obtained for a fee by visiting the Bankruptcy Court’s website at <https://www.deb.uscourts.gov/>, or free of charge by contacting the undersigned United States counsel to the Foreign Representative.

Dated: September ___, 2020
Wilmington, Delaware

WOMBLE BOND DICKINSON (US) LLP

Matthew P. Ward (Del. Bar No. 4471)
Morgan L. Patterson (Del. Bar No. 5388)
Todd A. Atkinson (Del. Bar No. 4825)
1313 N. Market Street, Suite 1200
Wilmington, Delaware 19801
Telephone: (302) 252-4320
Facsimile: (302) 252-4330
Email: matthew.ward@wbd-us.com
morgan.patterson@wbd-us.com
todd.atkinson@wbd-us.com

*Counsel for Hematite Holdings Inc.,
in its capacity as Foreign Representative*